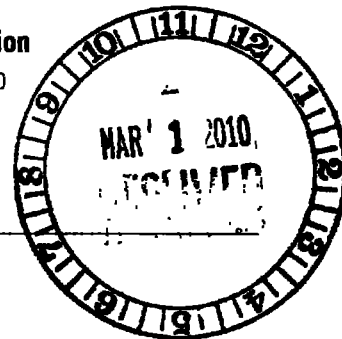




Bank of Tokyo-Mitsubishi UFJ

**BTMU Capital Corporation**

111 Huntington Avenue, Suite 400  
Boston, MA 02199-8001  
Phone 617-573-9000  
Fax 617-345-5153



VIA OVERNIGHT DELIVERY

February 26, 2010

Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024  
Attn: Recordations

RECORDATION NO. 16323-4 FILED

MAR 02 '10

10-27 AM

SURFACE TRANSPORTATION BOARD

RE: Notice of Termination of Lease and Bill of Sale

Dear Sirs:

On behalf of BTMU Capital Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following documents:

A fully executed original of the Notice of Termination of Lease dated February 19, 2010 and Bill of Sale dated December 31, 2009.

In connection with the recording of the Notice of Termination of Lease and Bill of Sale, please note the following information:

Name and Address of Lessor and Trustee:	U.S. Bank National Association 225 Asylum Street, 23 <sup>rd</sup> floor Hartford, CT 06103
Name of Owner Beneficiary of Trust:	BTMU Capital Corporation 111 Huntington Avenue, Suite 400 Boston, MA 02199
Name and Address of Lessee:	INEOS Polyethylene North America Marina View Building 2600 South Shore Blvd. League City, TX 77573
Equipment:	One Hundred Ninety-Six (196) 5800 cu. ft. covered hopper cars

Page 2 of 2

Previous ICC Filing:

Lease filed on May 9, 1989, 1:45 pm  
Recordation #16323 – A through S.

Please file the Notice of Termination of Lease and Bill of Sale under the next available recordation number and return a copy of the filed documents to my attention at the address referenced below. A check in the amount of \$82.00 (for these 2 documents) is also included.

Thank you and please feel free to call me at (617) 345-5787 if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Robin Donovan".

Robin W. Donovan  
BTMU Capital Corporation  
111 Huntington Avenue, Suite 400  
Boston, MA 02199  
Phone: (617) 345-5787

Enclosures

## **Schedule A**

One Hundred Ninety-Six (196) C214 Pneumatic Discharge, 5800 Cubic Foot Capacity Plastic Pellet Covered Hopper Cars manufactured by Thrall Car Manufacturing, with the following car marks and numbers: ELTX 1700-1799 and ELTX 1800-1899 (excluding ELTX 1725, 1740, 1808 and 1812)

<b>Equipment ID</b>	<b>Fleet Number</b>
ELTX 001700	2009 Lease Return Cars
ELTX 001701	2009 Lease Return Cars
ELTX 001702	2009 Lease Return Cars
ELTX 001703	2009 Lease Return Cars
ELTX 001704	2009 Lease Return Cars
ELTX 001705	2009 Lease Return Cars
ELTX 001706	2009 Lease Return Cars
ELTX 001707	2009 Lease Return Cars
ELTX 001708	2009 Lease Return Cars
ELTX 001709	2009 Lease Return Cars
ELTX 001710	2009 Lease Return Cars
ELTX 001711	2009 Lease Return Cars
ELTX 001712	2009 Lease Return Cars
ELTX 001713	2009 Lease Return Cars
ELTX 001714	2009 Lease Return Cars
ELTX 001715	2009 Lease Return Cars
ELTX 001716	2009 Lease Return Cars
ELTX 001717	2009 Lease Return Cars
ELTX 001718	2009 Lease Return Cars
ELTX 001719	2009 Lease Return Cars
ELTX 001720	2009 Lease Return Cars
ELTX 001721	2009 Lease Return Cars
ELTX 001722	2009 Lease Return Cars
ELTX 001723	2009 Lease Return Cars
ELTX 001724	2009 Lease Return Cars
ELTX 001726	2009 Lease Return Cars
ELTX 001727	2009 Lease Return Cars
ELTX 001728	2009 Lease Return Cars
ELTX 001729	2009 Lease Return Cars
ELTX 001730	2009 Lease Return Cars
ELTX 001731	2009 Lease Return Cars
ELTX 001732	2009 Lease Return Cars
ELTX 001733	2009 Lease Return Cars
ELTX 001734	2009 Lease Return Cars
ELTX 001735	2009 Lease Return Cars
ELTX 001736	2009 Lease Return Cars
ELTX 001737	2009 Lease Return Cars
ELTX 001738	2009 Lease Return Cars
ELTX 001739	2009 Lease Return Cars
ELTX 001741	2009 Lease Return Cars
ELTX 001742	2009 Lease Return Cars
ELTX 001743	2009 Lease Return Cars

<b>Equipment ID</b>	<b>Fleet Name</b>
ELTX 001744	2009 Lease Return Cars
ELTX 001745	2009 Lease Return Cars
ELTX 001746	2009 Lease Return Cars
ELTX 001747	2009 Lease Return Cars
ELTX 001748	2009 Lease Return Cars
ELTX 001749	2009 Lease Return Cars
ELTX 001750	2009 Lease Return Cars
ELTX 001751	2009 Lease Return Cars
ELTX 001752	2009 Lease Return Cars
ELTX 001753	2009 Lease Return Cars
ELTX 001754	2009 Lease Return Cars
ELTX 001755	2009 Lease Return Cars
ELTX 001756	2009 Lease Return Cars
ELTX 001757	2009 Lease Return Cars
ELTX 001758	2009 Lease Return Cars
ELTX 001759	2009 Lease Return Cars
ELTX 001760	2009 Lease Return Cars
ELTX 001761	2009 Lease Return Cars
ELTX 001762	2009 Lease Return Cars
ELTX 001763	2009 Lease Return Cars
ELTX 001764	2009 Lease Return Cars
ELTX 001765	2009 Lease Return Cars
ELTX 001766	2009 Lease Return Cars
ELTX 001767	2009 Lease Return Cars
ELTX 001768	2009 Lease Return Cars
ELTX 001769	2009 Lease Return Cars
ELTX 001770	2009 Lease Return Cars
ELTX 001771	2009 Lease Return Cars
ELTX 001772	2009 Lease Return Cars
ELTX 001773	2009 Lease Return Cars
ELTX 001774	2009 Lease Return Cars
ELTX 001775	2009 Lease Return Cars
ELTX 001776	2009 Lease Return Cars
ELTX 001777	2009 Lease Return Cars
ELTX 001778	2009 Lease Return Cars
ELTX 001779	2009 Lease Return Cars
ELTX 001780	2009 Lease Return Cars
ELTX 001781	2009 Lease Return Cars
ELTX 001782	2009 Lease Return Cars
ELTX 001783	2009 Lease Return Cars
ELTX 001784	2009 Lease Return Cars
ELTX 001785	2009 Lease Return Cars
ELTX 001786	2009 Lease Return Cars
ELTX 001787	2009 Lease Return Cars
ELTX 001788	2009 Lease Return Cars
ELTX 001789	2009 Lease Return Cars
ELTX 001790	2009 Lease Return Cars
ELTX 001791	2009 Lease Return Cars
ELTX 001792	2009 Lease Return Cars

Equipment ID	Fleet Name
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ELTX 001793	2009 Lease Return Cars
ELTX 001794	2009 Lease Return Cars
ELTX 001795	2009 Lease Return Cars
ELTX 001796	2009 Lease Return Cars
ELTX 001797	2009 Lease Return Cars
ELTX 001798	2009 Lease Return Cars
ELTX 001799	2009 Lease Return Cars
ELTX 001800	2009 Lease Return Cars
ELTX 001801	2009 Lease Return Cars
ELTX 001802	2009 Lease Return Cars
ELTX 001803	2009 Lease Return Cars
ELTX 001804	2009 Lease Return Cars
ELTX 001805	2009 Lease Return Cars
ELTX 001806	2009 Lease Return Cars
ELTX 001807	2009 Lease Return Cars
ELTX 001809	2009 Lease Return Cars
ELTX 001810	2009 Lease Return Cars
ELTX 001811	2009 Lease Return Cars
ELTX 001813	2009 Lease Return Cars
ELTX 001814	2009 Lease Return Cars
ELTX 001815	2009 Lease Return Cars
ELTX 001816	2009 Lease Return Cars
ELTX 001817	2009 Lease Return Cars
ELTX 001818	2009 Lease Return Cars
ELTX 001819	2009 Lease Return Cars
ELTX 001820	2009 Lease Return Cars
ELTX 001821	2009 Lease Return Cars
ELTX 001822	2009 Lease Return Cars
ELTX 001823	2009 Lease Return Cars
ELTX 001824	2009 Lease Return Cars
ELTX 001825	2009 Lease Return Cars
ELTX 001826	2009 Lease Return Cars
ELTX 001827	2009 Lease Return Cars
ELTX 001828	2009 Lease Return Cars
ELTX 001829	2009 Lease Return Cars
ELTX 001830	2009 Lease Return Cars
ELTX 001831	2009 Lease Return Cars
ELTX 001832	2009 Lease Return Cars
ELTX 001833	2009 Lease Return Cars
ELTX 001834	2009 Lease Return Cars
ELTX 001835	2009 Lease Return Cars
ELTX 001836	2009 Lease Return Cars
ELTX 001837	2009 Lease Return Cars
ELTX 001838	2009 Lease Return Cars
ELTX 001839	2009 Lease Return Cars
ELTX 001840	2009 Lease Return Cars
ELTX 001841	2009 Lease Return Cars
ELTX 001842	2009 Lease Return Cars
ELTX 001843	2009 Lease Return Cars

**Equipment ID      Fleet Name**

ELTX 001844	2009 Lease Return Cars
ELTX 001845	2009 Lease Return Cars
ELTX 001846	2009 Lease Return Cars
ELTX 001847	2009 Lease Return Cars
ELTX 001848	2009 Lease Return Cars
ELTX 001849	2009 Lease Return Cars
ELTX 001850	2009 Lease Return Cars
ELTX 001851	2009 Lease Return Cars
ELTX 001852	2009 Lease Return Cars
ELTX 001853	2009 Lease Return Cars
ELTX 001854	2009 Lease Return Cars
ELTX 001855	2009 Lease Return Cars
ELTX 001856	2009 Lease Return Cars
ELTX 001857	2009 Lease Return Cars
ELTX 001858	2009 Lease Return Cars
ELTX 001859	2009 Lease Return Cars
ELTX 001860	2009 Lease Return Cars
ELTX 001861	2009 Lease Return Cars
ELTX 001862	2009 Lease Return Cars
ELTX 001863	2009 Lease Return Cars
ELTX 001864	2009 Lease Return Cars
ELTX 001865	2009 Lease Return Cars
ELTX 001866	2009 Lease Return Cars
ELTX 001867	2009 Lease Return Cars
ELTX 001868	2009 Lease Return Cars
ELTX 001869	2009 Lease Return Cars
ELTX 001870	2009 Lease Return Cars
ELTX 001871	2009 Lease Return Cars
ELTX 001872	2009 Lease Return Cars
ELTX 001873	2009 Lease Return Cars
ELTX 001874	2009 Lease Return Cars
ELTX 001875	2009 Lease Return Cars
ELTX 001876	2009 Lease Return Cars
ELTX 001877	2009 Lease Return Cars
ELTX 001878	2009 Lease Return Cars
ELTX 001879	2009 Lease Return Cars
ELTX 001880	2009 Lease Return Cars
ELTX 001881	2009 Lease Return Cars
ELTX 001882	2009 Lease Return Cars
ELTX 001883	2009 Lease Return Cars
ELTX 001884	2009 Lease Return Cars
ELTX 001885	2009 Lease Return Cars
ELTX 001886	2009 Lease Return Cars
ELTX 001887	2009 Lease Return Cars
ELTX 001888	2009 Lease Return Cars
ELTX 001889	2009 Lease Return Cars
ELTX 001890	2009 Lease Return Cars
ELTX 001891	2009 Lease Return Cars
ELTX 001892	2009 Lease Return Cars

Equipment ID	Fleet Name
ELTX 001893	2009 Lease Return Cars
ELTX 001894	2009 Lease Return Cars
ELTX 001895	2009 Lease Return Cars
ELTX 001896	2009 Lease Return Cars
ELTX 001897	2009 Lease Return Cars
ELTX 001898	2009 Lease Return Cars
ELTX 001899	2009 Lease Return Cars

MAR 02 '10

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**BILL OF SALE**

SURFACE TRANSPORTATION BOARD

**THIS BILL OF SALE ("Bill of Sale")** is made this 31st day of December, 2009 by U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except as otherwise set forth herein, but solely as trustee under that certain Trust Agreement dated as of May 3, 1989 (the "Trust Agreement") between BTMU Capital Corporation, as successor owner beneficiary, and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), as trustee ("Seller") in favor of BTMU CAPITAL CORPORATION, a Delaware corporation ("Buyer").

**RECITALS**

**WHEREAS**, Seller and Buyer entered into the Trust Agreement pursuant to which Seller, in its capacity as trustee thereunder, holds title to the one hundred ninety six (196) plastic pellet railcars described in Schedule A attached hereto ("Units") for the benefit of Buyer.

**WHEREAS**, the Units were leased pursuant to a Master Equipment Lease Agreement, dated as of May 3, 1989, as amended by an amendment to Master Equipment Lease Agreement, dated November 30, 1992 (the "Master Lease Amendment" and collectively with the Master Lease Agreement, herein as amended and restated, modified and otherwise in effect, together with all schedules, supplements and exhibits thereto, called the "Master Lease"), by and between INEOS Polyethylene North America (as successor in interest to Soltex Polymer Corporation), as lessee ("INEOS") and Seller (as trustee under the Trust Agreement).

**WHEREAS**, the Master Lease has been terminated pursuant to its terms.

**WHEREAS**, Seller and Buyer wish to terminate the Trust Agreement and transfer the Units to Buyer.

**NOW, THEREFORE**, in consideration of the premises and other good and valuable consideration the receipt and adequacy of which is hereby acknowledged, Seller agrees as follows:

1. **Sale of Units.** For and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid to it by Buyer, the receipt of which is hereby acknowledged by Seller, Seller hereby grants, bargains, sells, conveys, transfers and sets over unto Buyer, its successors and assigns, all of Seller's rights, title and interest in and to the Units (including Seller's rights, if any, to any vendor or manufacturer warranties with respect to any Units).

2. **DISCLAIMER OF WARRANTY.** SELLER SELLS AND BUYER PURCHASES THE UNITS AS-IS AND WHERE-IS, AND EXCEPT AS EXPRESSLY SET FORTH HEREIN, SELLER MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND RESPECTING THE UNITS WHETHER STATUTORY, WRITTEN, ORAL OR IMPLIED AND SELLER HAS NOT MADE AND DOES NOT HEREBY



**MAKE, NOR SHALL IT BE DEEMED BY VIRTUE OF HAVING SOLD THE UNITS PURSUANT TO THIS BILL OF SALE MADE, ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF WORKMANSHIP IN THE UNITS, ALL OF WHICH ARE EXPRESSLY WAIVED BY BUYER.**

It is expressly understood and agreed that except as set forth in the immediately succeeding paragraph (a) this Bill of Sale is executed and delivered by U.S. Bank National Association, not individually or personally but solely as Trustee, (b) any representation, undertaking or agreement herein made on the part of the Seller is made and intended not as a personal representation, undertaking and agreement by U.S. Bank National Association, and (c) under no circumstances shall U.S. Bank National Association, be personally liable for the payment of any indebtedness or expenses of the Seller or be liable for the breach or failure of any obligation, representation, warranty or covenant made or undertaken by the Seller hereunder.

Notwithstanding any provision of this Bill of Sale to the contrary, including the provisions of the immediately preceding paragraph, Seller, in its individual capacity, represents and warrants to Buyer that each Unit is free of any liens resulting from acts by or claims against Seller not related to the ownership of Units or the administration of the Trust Estate (as defined in the Trust Agreement).

**IN WITNESS WHEREOF**, Seller has caused this Bill of Sale to be executed by its officer thereunto duly authorized on the day and year first above written.

**U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity except as set forth herein, but solely as Trustee under the Trust Agreement**

By: Crystal Deperry  
Name: **Crystal Deperry**  
Title: **Assistant Vice President**